

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

February 15, 2007

Ed Gartenberg, Chair of the Committee, called the meeting to order at 10:00 A.M. Members present were Ed Gartenberg, Chair, Eric Steinberger, Vice Chair, Charles McKee, Secretary, Brad Brigante, and Stephen Halper. Also present by invitation of the Chair were Allan Duboff, Executive Committee Liaison, and Derrick Britt, Corporations Committee Liaison.

I. Administrative Matters

A. Membership. Ed Gartenberg recommended that the Committee seek new members. He asked each member of the Committee to recruit and recommend one new prospective member by the next meeting.

B. Executive Committee. Allan Duboff reported that the draft proposal for attorney-client waivers, which had been prepared by the Corporations Committee, had been submitted to the Legislative Subcommittee. He also announced that the Executive Committee would be having its meeting and retreat in March.

C. Corporations Committee. Derrick Britt provided additional information as to the status of the draft proposal for attorney-client waivers.

II. Subcommittee Reports

A. Publications Subcommittee (Ed Gartenberg, Chair).

1. *CEB Selecting and Forming Business Entities.*

(a) Chapter 5, General Partnerships: Brad Rogerson. Brad Rogerson was not available to give a report.

(b) Chapter 8, Limited Partnerships: Ed Gartenberg and Ellis Wasson. Ed Gartenberg reported that a draft would be prepared before the next meeting of the Committee. Eric Steinberger volunteered to review the draft.

(c) Chapter 11, Limited Liability Companies: Charles McKee reported that the draft was being reviewed by Brad Rogerson and Eric Steinberger. Allan Duboff volunteered to review the draft. Charles McKee also reported that a problem had arisen. Most of the chapter is based on a form of agreement in the 1995 State Bar LLC Guide, and the State Bar could not give its clearance for the use of such form agreement. Allan Duboff provided background information as to the issue and provided help in finding a resolution.

(d) Chapter 12, Converting to a Limited Liability Company: Brad Brigante reported that Charles McKee had provided comments to the draft.

2. *Guide to Forming and Operating a Limited Partnership in California*. Ed Gartenberg announced that the discussion of the preparation of the Guide would be continued until after members of the Committee were through with their work on the CEB *Selecting and Forming Business Entities*.

B. Education Projects (Ed Gartenberg, Chair). Ed Gartenberg briefly discussed the California CPA Education Foundation.

C. Webpage Subcommittee (Charles McKee, Chair). Charles McKee announced that the new roster and agendas/minutes from Committee for this year have been posted, and that additional materials will be added. Ed Gartenberg noted that the links and publications on the Committee's web page are dated, and requested that members submit new materials to be added to the web page.

III. Case Law Developments

Ed Gartenberg reported on the case of *Laguna SeaScrest, LLC v. TelNet LLC*, where the California Court of Appeal held that the change of name by a partnership does not dissolve the partnership.

There being no further business to come before the Committee, Ed Gartenberg declared the meeting adjourned at 10:30.